



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

Regd. Office: 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195, Phone: +91-260-2400717

E-mail Id: uel.investors@upl-ltd.com; Website: www.uelonline.com

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **EXTRAORDINARY GENERAL MEETING (“EGM”)** of the Shareholders of **UNIPHOS ENTERPRISES LIMITED (“Company”)** will be held on **Friday, May 9, 2025 at 3.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business: The venue of the EGM shall be deemed to be the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195.

SPECIAL BUSINESS:

- To consider and appoint Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Managing Director of the Company.**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and Board of Directors (“the Board”), approval of the members be and is hereby accorded for the appointment of Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Managing Director of the Company, for a period of 5 (Five) years with effect from April 1, 2025 upto March 31, 2030, not liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter and vary the terms and conditions of the said appointment in the best interest of the Company, subject to the recommendation of the Nomination and Remuneration Committee, and as may be agreed to between the Board and Mrs. Sandra Rajnikant Shroff.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD

For **UNIPHOS ENTERPRISES LIMITED**

Place: Mumbai

Date: March 28, 2025.

Registered Office:

11, G.I.D.C., Vapi Dist. Valsad,

Gujarat, Pin- 396 195

Tel. No.: 0260-2400717

Fax: 0260-2401823

Website: www.uelonline.com

E-mail: uel.investors@upl-ltd.com

CIN: L24219GJ1969PLC001588

K. M. THACKER

Company Secretary

(ICSI Membership No. ACS-6843)



NOTES:

1. Explanatory Statement:

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) sets out all material facts with respect to Special Business under item no. 1, as set out above is annexed hereto.

2. Information in respect of Director seeking appointment:

Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Director seeking appointment at this EGM as mentioned in Item No. 1 of this EGM Notice is annexed hereto.

3. Procedure for attending the EGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”):

- 3.1 The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 and Securities and Exchange Board of the India (“SEBI”) vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as ‘Circulars’) have permitted the Companies to hold their Extraordinary General Meeting (“EGM”) through video conferencing / other audio visual means (“VC/OAVM”) facility without the physical presence of the members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and applicable Circulars, the EGM of the Company is being held through VC/OAVM facility of National Securities Depository Limited (“NSDL”) e-voting platform. Procedure for attending the EGM is provided below:
- 3.2 The Members can join the EGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of commencement of the Meeting by following the procedure as provided below in the Notes to the Notice. The facility of participation at the EGM through VC/OAVM will be made available for members on first come first served basis and will close after 15 minutes of the conclusion of EGM. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Risk Management Committee, Auditors etc., who are allowed to attend the EGM without any restriction on account of first come first served basis.
- 3.3 The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Appointment of Proxy:

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since, this EGM is being held pursuant to the applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the applicable Circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice. However, Corporate/Institutional members intending to authorize their representative to attend the EGM through VC/ OAVM facility and participate thereat and cast their votes through e-voting are

requested to send to the Company a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the EGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to bhaskar@nlba.in with a copy marked to evoting@nsdl.co.in and uel.investors@upl-ltd.com.

5. Dispatch of physical copies of the EGM Notice:

In line with the applicable Circulars, the EGM Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company or the Depositories or MUFG Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company (“MUFG Intime”), Unit: Uniphos Enterprises Limited, C- 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Contact No.: 91-22- 49186270, Fax No.: 91-22-49186060, E-mail: rnt.helpdesk@in.mpms.mufg.com

Members may note that the EGM Notice will also be available on the Company’s website (www.uelonline.com) under ‘Investors’ section, website of the Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of MUFG Intime India Pvt. Ltd. (<https://in.mpms.mufg.com/>) and on the website of NSDL (<https://www.evoting.nsdl.com>). In case any member is desirous of obtaining hard copy of the Notice of the EGM of the Company, member may send request to the Company’s dedicated investors email address at uel.investors@upl-ltd.com mentioning Folio No./ DP ID and Client ID.

- 6. Process to register / update KYC details etc.:** Members are requested to register / update KYC details such as PAN (Aadhaar linked), Nomination Details, power of attorney, Contact Details (address with PIN, telephone/mobile number and email address), Bank Account Details (bank name, branch name, account number, MICR code and IFS code, etc.) and Specimen Signature to their Depository Participant(s) in case the shares are held by them in electronic form and to MUFG Intime for shares held in physical form, with relevant documents that may be required.

7. Inspection of Documents:

All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e., May 9, 2025. Members seeking to inspect such documents can send an e-mail to uel.investors@upl-ltd.com

8. Registration as Speaker and Member’s Queries:

Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/ folio number, PAN, mobile number at uel.investors@upl-ltd.com from April 28, 2025 (9.00 a.m. IST) to May 5, 2025 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of questions and the number of speakers depending on the availability of time for the EGM.

Shareholders, who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at uel.investors@upl-ltd.com to enable the Company to reply suitably to their queries either at the time of EGM or through email subsequent to the EGM.

9. E-Voting:

- 9.1 Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), the Circulars issued by the MCA and SS-2 on “General Meetings” issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-voting to its



Members in respect of the business to be transacted at the EGM.

For this purpose, the Company has engaged the National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.

The process and instructions for remote e-voting are provided in the subsequent paragraphs.

- 9.2 The Board of Directors has appointed Mr. Bhaskar Upadhyay, Practicing Company Secretary (Membership No. FCS 8663 / C.P. No. 9625) or failing him Mr. Bharat Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P. No. 4457), as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the EGM, in a fair and transparent manner.
- 9.3 The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **cut-off date i.e., Friday, May 2, 2025**.
- 9.4 A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository Participant(s) as on the '**cut-off date**' only shall be entitled to avail the facility of Remote e-voting or e-voting at the EGM.
- 9.5 The procedure and instructions for e-voting on the day of the EGM is same as the remote e-voting instructions provided below in the subsequent paragraphs.
- 9.6 Any person, who acquires Share(s) of the Company and becomes a Member of the Company after sending of the Notice and holding share(s) as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/ she is already registered with NSDL for remote e-voting then he/ she can use his/ her existing User ID and password for casting the vote. A person who is not a Member as on the '**cut-off date**' should treat this Notice for information purpose only.
- 9.7 Once the vote on a resolution is cast, Members shall not be allowed to change it subsequently or cast the vote again.
- 9.8 Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.
- 9.9 In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

10. Declaration of Voting Results:

- 10.1 The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, first count the votes cast during the EGM and thereafter unblock and count the votes cast during the meeting and through remote e-voting and shall make and submit a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of the conclusion of the EGM as required under Regulation 44(3) of the SEBI Listing Regulations.
- 10.2 The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.uelonline.com and on the website of NSDL, <https://www.evoting.nsdl.com/> and will also be displayed on the Notice Board of the Company at its Registered Office immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.



10.3 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM, i.e., Friday, May 9, 2025.

11. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE EGM:

Members are requested to follow the instructions given below to cast their votes through e-voting:

- I. The remote E-voting facility will be available during the following voting period. During this period, shareholders holding shares either in physical form or in dematerialized form, as on the '**Cut-off date**' i.e., **Friday, May 2, 2025**, may cast their vote through Remote e-voting by logging to NSDL website at <https://www.evoting.nsdl.com/>

Commencement of E-voting	End of E-voting
Tuesday, May 6, 2025 (at 9.00 a.m. IST)	Thursday, May 8, 2025 (at 5.00 p.m. IST)

The e-voting module shall be disabled by NSDL for voting thereafter.

The E-voting Event Number (EVEN) is as under:

EVEN	133561
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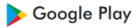


- II. Detailed steps on the process and manner for Remote e-voting/ e-voting at the EGM and to join the VC facility at the EGM, is given below:

STEP 1

A. PROCEDURE TO LOGIN FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered under NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the Remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to ‘Easi / Easiest’ are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Type of shareholders	Login Method
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Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HELPDESK FOR TECHNICAL ISSUES RELATED TO LOGIN THROUGH NSDL/CDSL FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. PROCEDURE TO LOGIN FOR

- SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE (OTHER THAN INDIVIDUAL SHAREHOLDERS)
- SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if your folio number is 001*** and EVEN is 133561 then user ID is 133561001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the One Time Password ("OTP") based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2

HOW TO CAST VOTE ELECTRONICALLY AND JOIN THE EGM THROUGH VC FACILITY ON NSDL E-VOTING SYSTEM

1. After successful login at Step 1, you will see the homepage of e-Voting. Click on e-Voting and then on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.



3. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. Members are encouraged to join the Meeting through Laptops for better experience.
11. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
12. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated e-mail ID: evoting@nsdl.com or at telephone number 022 - 4886 7000.

PROCEDURE FOR PROCURING USER ID AND PASSWORD FOR SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ID

General Guidelines for the Shareholders:

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaskar@nlba.in with a copy marked to the Company at uel.investors@upl-ltd.com and to NSDL at evoting@nsdl.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated e-mail ID: evoting@nsdl.com or at telephone number 022 - 4886 7000.



Uniphos Enterprises Limited

Process for those Shareholders whose e-mail ID are not registered with the Depositories, for procuring User ID and Password and registration of e-mail ID for e-Voting for the Resolutions set out in the Notice of EGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to uel.investors@upl-ltd.com.
2. In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to uel.investors@upl-ltd.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled for all the individual shareholders holding securities in demat mode, by way of single login credential, through their demat account maintained with Depositories and Depository Participants. It will allow individual shareholders holding securities in demat form to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Shareholders, who will be present at the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-Voting.

Place: Mumbai
Date: March 28, 2025.

BY ORDER OF THE BOARD
For UNIPHOS ENTERPRISES LIMITED

Registered Office:
11, G.I.D.C., Vapi Dist. Valsad,
Gujarat, Pin- 396 195
Tel. No.: 0260-2400717
Fax: 0260-2401823
Website: www.uelonline.com
E-mail: uel.investors@upl-ltd.com
CIN: L24219GJ1969PLC001588

K. M. THACKER
Company Secretary
(ICSI Membership No. ACS-6843)



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL RESOLUTIONS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out all material facts relating to **Special Business** under item no. 1 to be dealt at the EGM as mentioned in the Notice:

Item No. 1:

Appointment of Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Managing Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) at their respective meetings held on 28th March, 2025 has, subject to approval of members of the Company, appointed Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Managing Director for a period of 5 (Five) years with effect from April 1, 2025 upto March 31, 2030.

The first proviso of Section 196(3)(a) of the Act read with Part-1 of Schedule V provides that no company shall appoint any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as Special Resolution in General Meeting. Mrs. Sandra Rajnikant Shroff is over 70 years of age on the date of appointment.

It is proposed to seek the approval of the members of the Company for the appointment of Mrs. Sandra Rajnikant Shroff, in terms of the applicable provisions of the Act.

Brief profile of Mrs. Sandra Rajnikant Shroff and her expertise in specific functional areas are as under:

Mrs. Sandra Rajnikant Shroff is currently the Vice-chairman and Non-Executive Director of the Company. Mrs. Sandra Rajnikant Shroff has been associated with the Company since its inception in the year 1969. She has held various important positions in commercial, educational and social fields. She has more than five decades of experience in all aspects of corporate operations. She has been closely associated with Chemexcil, ICMA (now known as ICC) and has been instrumental in solving the problems faced by the chemical industry throughout India. She is also associated with FICCI, Assocham and is presently the President of Burns Association of India. She has been instrumental in the rapid industrial growth at Ankleshwar and Vapi over the last four decades and has actively taken up the provision of social infrastructure such as hospitals and schools. She is the Trustee of the Gnyan Dham Vapi Charitable Trust, Chairman of Ankleshwar Industrial Development Society, Chairman of Sandraben Nursing College and Ankleshwar Rotary Educational Society. These trusts have established schools, colleges and hospitals – amongst the best in South Gujarat.

Through Gnyan Dham School, she has adopted a Model Eklavya School at Ahwa in the Dang District which has become, since the adoption, one of the best Eklavya Schools in Gujarat. She is involved in social and welfare activities such as building of village schools, providing sanitation for schools around Vapi, Ankleshwar and Jammu, providing tube-wells to villages, and training the tribal farmers with better methods of farming and agriculture, in their own fields and at Farmers Training Centre of UPL Limited at Vapi.

Mrs. Sandra Rajnikant Shroff’s contribution not only in development of business but also in Risk Management and Corporate Social Responsibility functions are of immense benefit to the Group. She has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. The Board of Directors of the Company, considering her association with the Company since long, her seniority, role played by her towards the growth of the Company and to reap the benefits of her rich and varied experience, is of the opinion that approval of shareholders be sought for appointment of Mrs. Sandra Rajnikant Shroff as a Managing Director of the Company as set out at item no. 1 of the Notice

Keeping this in view, it would be in the interest of the Company to appoint Mrs. Sandra Rajnikant Shroff, as Managing Director.

The broad particulars of the terms of the appointment of Mrs. Sandra Rajnikant Shroff are as under.



A. Tenure of appointment:

The appointment of the Managing Director is for a period of 5 (five) years with effect from April 1, 2025.

B. Role and Responsibilities:

The aforesaid Managing Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

C. Remuneration:

Nil

D. Other terms of appointment:

- i) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deem fit, in such manner, subject to the recommendation of the Nomination and Remuneration Committee, and as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii) The Managing Director shall adhere to the Company's Code of Conduct.
- iv) The office of the Managing Director may be terminated by the Company or by her by giving the other 3 (three) months' prior notice in writing.

Mrs. Sandra Rajnikant Shroff is spouse of Mr. Rajnikant Devidas Shroff (Managing Director of the Company) and mother of Mr. Jaidev Rajnikant Shroff, Non-Executive Director.

The Company has received declaration from Mrs. Sandra Rajnikant Shroff stating that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Managing Director. The Company has also received a notice under Section 160 of the Act from a member intending to nominate Mrs. Sandra Rajnikant Shroff to the office of Managing Director.

The aforesaid Director satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in the table annexed hereto.

Mrs. Sandra Rajnikant Shroff, Mr. Rajnikant Devidas Shroff and Mr. Jaidev Rajnikant Shroff may be deemed to be interested in this resolution.

Save and except the above, none of the other directors and key managerial personnel of the Company and their relatives are in any way, financially or otherwise, interested or concerned in this resolution. in the Special Resolution set out at Item No. 1 of the Notice.

The Board, on the recommendation of the Nomination and Remuneration Committee, commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.



Uniphos Enterprises Limited

Place: Mumbai
Date: March 28, 2025.

BY ORDER OF THE BOARD
For **UNIPHOS ENTERPRISES LIMITED**

Registered Office:
11, G.I.D.C., Vapi Dist. Valsad,
Gujarat, Pin- 396 195
Tel. No.: 0260-2400717
Fax: 0260-2401823
Website: www.uelonline.com
E-mail: uel.investors@upl-ltd.com
CIN: L24219GJ1969PLC001588


K. M. THACKER
Company Secretary
(ICSI Membership No. ACS-6843)



ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING OF UNIPHOS ENTERPRISES LIMITED

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”)]

Name of Director	Mrs. Sandra Rajnikant Shroff 
Director Identification Number (DIN)	00189012
Date of Birth	05/09/1940
Age (As on 31st March, 2025 (in years)	84
Brief Profile	As stated in Explanatory Statement
Nationality	United Kingdom
Date of First Appointment on the Board	29/05/1969
Qualification	Cambridge - O Level
Nature of expertise in specific functional areas	Corporate Social Responsibilities and liaisons with various authorities.
No. of shares held in the Company including shareholding as a beneficial owner	Mrs. Sandra Rajnikant Shroff holds 7,863 shares on behalf of one (Late) Mr. Adiyil Chandrashekar Menon (ex-employee) who made his will in 2009 and designated inter alia Mrs. Sandra Rajnikant Shroff as the executor and trustee of his will. As per the will, the sale proceeds of estate including these shares will be used for defined charitable purpose. Mrs. Sandra Rajnikant Shroff is responsible just to administer the estate in the will and utilize the proceeds for the intended charitable purpose. Mrs. Sandra Rajnikant Shroff has no personal interest in these shares.
Number of Board Meetings attended during the Financial Year 2024-25	4 (four) out of 5 (five)
Directorship and the Chairmanship \ Membership of Committees of the board in other Public Limited Companies.	Directorship 1. Nivi Trading Limited 2. Ventura Guaranty Limited 3. UPL Global Business Services Limited 4. Enviro Technology Limited 5. BEIL Infrastructure Limited
Chairmanship of Committees in other listed companies.	None
Membership of Committees in other listed companies.	None
Name of the listed entities from which the Director has resigned in the past three years.	None
Relationships between Directors of the Company inter-se	Mrs. Sandra Rajnikant Shroff is spouse of Mr. Rajnikant Devidas Shroff (Managing Director of the Company) and mother of Mr. Jaidev Rajnikant Shroff, Non-Executive Director.
Terms and conditions of appointment.	The appointment of the Managing Director is for a period of 5 (five) years with effect from April 1, 2025 and shall not be subject to retirement by rotation during her tenure as the Managing Director of the Company.
Remuneration last drawn by such person.	Nil
Details of remuneration sought to be paid.	The appointment of the Managing Director is without any remuneration.